SECURITIES AND EXCHANGE COMMISSION (Release No. 34-58303; File No. SR-NYSE-2008-62)

August 4, 2008

Self-Regulatory Organizations; New York Stock Exchange LLC; Notice of Filing and Immediate Effectiveness of Proposed Rule Change to Eliminate Sections 305 and 308 and the Shareholder Rights Provisions of Section 314 of the Listed Company Manual

Pursuant to Section 19(b)(1) of the Securities Exchange Act of 1934 (the "Act")<sup>1</sup> and Rule 19b-4 thereunder,<sup>2</sup> notice is hereby given that on July 28, 2008, the New York Stock Exchange LLC (the "NYSE" or the "Exchange") filed with the Securities and Exchange Commission ("Commission" or "SEC") the proposed rule change as described in Items I and II below, which Items have been prepared by the Exchange. The Commission is publishing this notice to solicit comments on the proposed rule change from interested persons.

I. <u>Self-Regulatory Organization's Statement of the Terms of Substance of the Proposed</u> Rule Change

The Exchange proposes to eliminate Sections 305 ("Concentration of Voting Power") and 308 ("Defensive Tactics") and the shareholder rights provisions of Section 314 ("Special Rights of Certain Shareholders") of the Exchange's Listed Company Manual (the "Manual"). The text of the proposed rule change is available on the Exchange's Web site (http://www.nyse.com), at the Exchange's Office of the Secretary, and at the Commission's Public Reference Room.

II. <u>Self-Regulatory Organization's Statement of the Purpose of, and Statutory Basis for, the Proposed Rule Change</u>

In its filing with the Commission, the Exchange included statements concerning the purpose of, and basis for, the proposed rule change. The text of these statements may be

<sup>15</sup> U.S.C. 78s(b)(1).

<sup>&</sup>lt;sup>2</sup> 17 CFR 240.19b-4.